

EXHIBIT 65

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: Methyl Tertiary Butyl Ether ("MTBE")
Products Liability Litigation

This Document Relates To
*Orange County Water District v. Unocal
Corporation, et al.*, Case No. 04 Civ. 4968
(SAS).

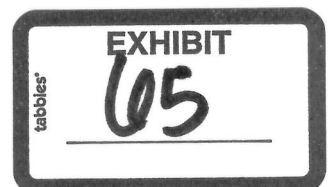
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MDL NO. 1358 (SAS)
Master File C.A. No. 1:00-1898

**AMENDED DECLARATION OF
WILLIAM J. SMITH (in support of Case
Management Order No. 75)**

1. My name is William J. Smith. I am over eighteen years of age, and I am competent to submit this declaration. If called to testify, I could competently testify to the following facts.

2. I have been the Team Lead for Volumetric Inventory for BP West Coast Products LLC ("BP") since April 2008. Prior to my position as Team Lead for Volumetric Inventory, I also served as a Performance Analyst for BP, and Atlantic Richfield Company ("Atlantic Richfield") before the companies' merger in April 2000. Through my roles as Team Lead for Volumetric Inventory and as a Performance Analyst, I have become familiar with the methods and processes used by BP and Atlantic Richfield for tracking, among other things, movements of gasoline from refineries to proprietary and non-proprietary terminals, and to service stations owned by Atlantic Richfield (or BP's, since April 2000). I am familiar with BP's electronic database known as the Product Sales and Supply Logistics ("PSSL") database, which has been used from 1990 to the present, as well as the Retail Performance System, which stores historical information relating to Atlantic Richfield's retail operations in southern California, among other regions.



3. At the request of counsel, I have undertaken an investigation into underground storage tanks ("USTs") owned or leased by Atlantic Richfield (or BP, since April 2000) in the ten "focus plumes" identified by the parties in the *Orange County Water District* litigation. I have also undertaken an investigation as to whether Atlantic Richfield (or BP, since 2000) owned or leased any of the real property of the service stations comprising the ten focus plumes.

OWNERSHIP AND LEASING OF USTS

4. BP owned the following USTs during the following time periods that it added MTBE to gasoline for sale in southern California:

Arco #1887, 16742 Beach Boulevard, Huntington Beach - late summer/early fall 1989 through October 2001;

Arco #1905, 18025 Magnolia Street, Fountain Valley - late summer/early fall of 1989 through January 2003;

Arco #1912, 18480 Brookhurst Street, Fountain Valley - late summer/early fall of 1989 through January 2003;

Arco #3085, 3361 South Bristol Street, Santa Ana - late summer/early fall 1989 through February 1997;

Arco #6036, 13142 Goldenwest Street, Westminster - late summer/early fall of 1989 through January 2003; and

Arco #6131, 3201 Harbor Boulevard, Costa Mesa - late summer/early fall of 1989 through January 2003.

Thrifty #383, 18250 Brookhurst Street, Fountain Valley - April 1, 1997 through January 2003;

Thrifty #368, 6311 Westminster Boulevard, Westminster - April 30, 1997 through January 2003.

OWNERSHIP AND LEASING OF REAL PROPERTY

5. BP owned the following real property upon which USTs were located during the following time periods that it added MTBE to gasoline for sale in southern California:

Arco #1912, 18480 Brookhurst Street, Fountain Valley - late summer/early fall of 1989 through January 2003;

Arco #6036, 13142 Goldenwest Street, Westminster - late summer/early fall of 1989 through January 2003; and

Arco #6131, 3201 Harbor Boulevard, Costa Mesa - late summer/early fall of 1989 through January 2003.

6. BP leased the following real property upon which USTs were located during the following time periods that it added MTBE to gasoline for sale in southern California:

Arco #1905, 18025 Magnolia Street, Fountain Valley - late summer/early fall of 1989 through January 2003;

Arco #3085, 3361 South Bristol Street, Santa Ana - late summer/early fall of 1989 through 1997.


Arco #1887, 16742 Beach Boulevard, Huntington Beach - late summer/early fall of 1989; BP continued to be granted access to the property for the purposes of clean-up and remediation through January 2003.

Thrifty #383, 18250 Brookhurst Street, Fountain Valley - April 1, 1997 through January 2003;

Thrifty #368, 6311 Westminster Boulevard, Westminster - April 30, 1997 through January 2003.

7. I declare under penalty of perjury that the foregoing is correct and true.

Dated: August 18, 2010

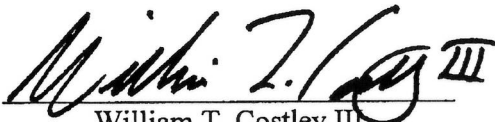

WILLIAM J. SMITH

CERTIFICATE OF SERVICE VIA LEXISNEXIS FILE & SERVE

I, William T. Costley III, hereby declare under penalty of perjury under the laws of the State of California, that a true copy of:

AMENDED DECLARATION OF WILLIAM J. SMITH (in support of Case Management Order No. 75)

was served via LexisNexis File & Serve on August 20, 2010.


William T. Costley III